

**UNITED STATES BANKRUPTCY COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_x

In re: SEARS HOLDING CORPORATION,  
  
et al.,

Debtors.

\_\_\_\_\_x

Hearing Date: April 18, 2019  
Time: 10:00 am  
Objection Deadline: April 11, 2019  
Time: 4:00 pm.

Case No.: 18-23538

Chapter 11

**AFFIRMATION OF SERVICE**

STATE OF OKLAHOMA       )  
  ss.:  
COUNTY OK OKLAHOMA    )

Harris A. Phillips, an attorney admitted to practice pro hac vice in this case, affirms the following to be true under penalties of perjury and says that:

1. That deponent is not a party to this action.
2. That deponent is over the age of 18 years.
3. That on February 8, 2019, deponent served a Notice of Hearing and Motion for Relief from the Automatic Stay with exhibits upon the below parties:

By depositing a copy of same in a post-paid, properly-addressed, via U.S. Mail to the following:

Chambers of the Honorable Judge Robert D. Drain (“Chambers”), United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 248, White Plains, New York, 10601;

Debtors, c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garret A. Fail, Esq., and Sunny Singh, Esq.), proposed attorneys for the Debtors;

Office of the United States Trustee for Region 2 (the “U.S. Trustee”), 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq.);

Skadden, Arps, Slate Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent;

Davis Polk & Wardell LLP, 450 Lexington Avenue, New York, New York, 10017 (Attn: Marshall S. Huebner, Esq. and Eli J. Vonnegut, Esq.), attorneys for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility;

Cleary, Gottlieb, One Liberty Plaza, New York, New York, 10006 (Attn: Sean A. O'Neal, Esq.) attorneys for JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, and the Consolidated Secured Loan Facility;

Kelley, Drye & Warren, LLP 101 Park Avenue, New York, New York 10178 (Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., and Charlie Liu, Esq.), attorneys for Computershare Trust Company, N.A., as trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes;

Seyfarth Shaw, LLP, 620 Eighth Avenue, New York, New York 100018 (Attn: Edward M. Fox, Esq.), attorneys for Wilmington Trust, National Association as indenture trustee for the Second Lien Notes;

Carter Ledyard & Milburn, LLP, 620 Eighth Avenue, New York, New York, 10015 (Attn: James Gadsen, Esq.) attorneys for the Bank of New York Mellon Trust Company, as successor trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes;

Locke Lord LLP, 111 South Wacker Drive, Chicago, Illinois 60606 (Attn: Brian A. Raynor, Esq.), attorneys for the Pension Benefit Guaranty Corporation;

Akin Gump Strauss & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors (the "Creditors' Committee");

Prime Clerk LLC (Attn: Adam M. Adler), *Claims and Noticing Agent*, 830 Third Avenue, 9<sup>th</sup> Floor, New York, New York 10022

William T. McKee, Rhodes, Hieronymus, Jones, Tucker & Gable, P.O. Box 21100 Tulsa, Oklahoma 74121, attorney for Innovel Solutions, Inc.;

Michael J. Buchanan, Ray, Lego & Associates, 6060 S. Willow Drive, Suite 100, Greenwood Village, Colorado 80111, attorney for Travelers Insurance;

Joe A. Byron, David Klosterboer & Associates, 1301 E. Collins Blvd., Suite 490, Richardson, Texas 75081.

And by email to all parties on the Master Service List (see attached).

Dated: Oklahoma City, Oklahoma  
February 8, 2019

Respectfully submitted,

s/Harris A. Phillips

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